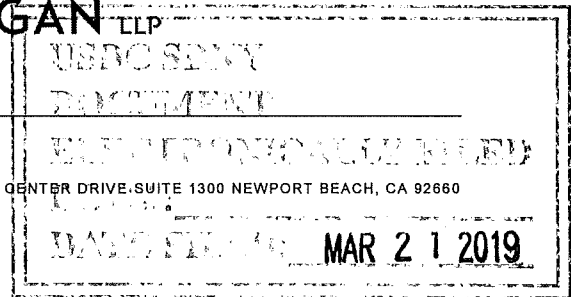


HUESTON HENNIGAN

JOHN C. HUESTON
DIRECT 949 226 6740
EMAIL JHUESTON@HUESTON.COM

OFFICE 949 229 8640
FAX 888 775 0898

620 NEWPORT CENTER DRIVE, SUITE 1300 NEWPORT BEACH, CA 92660



March 18, 2019

VIA ECF

Hon. Alison J. Nathan
United States District Judge
Southern District of New York
Thurgood Marshall United States Courthouse
40 Foley Square
New York, New York 10007

Re: SEC v. Elon Musk, No. 1:18-cv-8865-AJN-GWG

Dear Judge Nathan:

We represent Elon Musk in the above-captioned action. Pursuant to Local Rule 3B, I write on behalf of Mr. Musk to respectfully request the Court's permission to file a sur-reply memorandum of no more than 10 pages by March 22, 2019, in order to respond to new factual assertions and legal arguments raised in the SEC's Reply Memorandum to Defendant Elon Musk's Response to Order to Show Cause (the "Reply"). The Reply included, for example, 61 pages in new exhibits and new allegations regarding the Tesla Senior Executives Communications Policy (see Reply at 10 & Ex. 12). *CE Int'l Res. Holdings LLC v. S.A. Minerals Ltd. P'ship*, 2012 WL 6178236, at *2 (S.D.N.Y. Dec. 10, 2012) ("It is improper in this district and this circuit to introduce new arguments in reply."); *Travelers Indem. Co. v. Excalibur Reinsurance Corp.*, 2013 WL 4012795, at *2 (D. Conn. Aug. 5, 2013) ("[A] party may not attempt to cure deficiencies in its moving papers by including new evidence in its reply to opposition papers[.]"). Among other things, Mr. Musk would like to address the SEC's unsupported assertions and submit documentation reflecting the negotiation history between the SEC and Mr. Musk and Tesla, which undermines the newly-presented interpretation the SEC sets forth in its Reply.

Respectfully submitted,

s/ John C. Hueston

John C. Hueston

Cc: Counsel of Record

Defendant may file a sur-reply memorandum of no more than 8 pages by March 22, 2019.
SO ORDERED.

SO ORDERED

HON. ALISON J. NATHAN
UNITED STATES DISTRICT JUDGE